

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

THERESA MONTURANO,)	
Derivatively on Behalf of Nominal)	
Defendant GROUPON, INC.,)	
)	
Plaintiff,)	Master File No. 12 CV 2507
)	
v.)	Judge Joan H. Lefkow
)	
ERIC P. LEFKOFSKY, PETER J. BARRIS,)	This Document Relates to:
KEVIN J. EFRUSY, MELLODY HOBSON,)	ALL CASES
BRADLEY A. KEYWELL, THEODORE J.)	
LEONSIS, ANDREW D. MASON,)	
and HOWARD SCHULTZ)	
)	
Defendants,)	
)	
and)	
)	
GROUPON, INC.,)	
)	
Nominal Defendant.)	

DEFENDANTS' MOTION TO STAY

Defendants Eric P. Lefkofsky, Peter J. Barris, Kevin J. Efrusy, Mellody Hobson, Bradley A. Keywell, Theodore J. Leonsis, Andrew D. Mason, and Howard Schultz, and nominal defendant Groupon, Inc. (collectively, "Defendants"), respectfully move this Court to stay the above-captioned consolidated shareholder derivative action pending the resolution of related putative shareholder securities class action litigation. In support thereof, Defendants submit the accompanying Memorandum In Support Of Defendants' Motion To Stay and supporting exhibits attached thereto.

WHEREFORE, Defendants respectfully request that this Court stay the consolidated shareholder derivative action brought by plaintiffs in the above-captioned consolidated case.

Dated: June 20, 2012

Respectfully submitted,

ERIC P. LEFKOFSKY, PETER J. BARRIS,
KEVIN J. EFRUSY, MELLODY HOBSON,
BRADLEY A. KEYWELL, THEODORE J.
LEONSIS, ANDREW D. MASON,
and HOWARD SCHULTZ

By: /s/ Howard S. Suskin
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GROUPON, INC.

By: /s/ Gary M. Miller (with consent)
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